

# **Exhibit A**

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As filed with the Securities and Exchange Commission on March 29, 2004  
1933 Act File No. 33-7637  
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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM N-1A  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
POST-EFFECTIVE AMENDMENT NO. 36

AND

REGISTRATION STATEMENT  
UNDER  
THE INVESTMENT COMPANY ACT OF 1940  
AMENDMENT NO. 37

MFS SERIES TRUST II  
(Exact Name of Registrant as Specified in Charter)

500 Boylston, Street, Boston, Massachusetts 02116  
(Address of Principal Executive Offices)

Registrant's Telephone Number, Including Area Code: 617-954-5000

James R. Bordewick, Jr., Massachusetts Financial Services Company  
500 Boylston Street, Boston, Massachusetts 02116  
(Name and Address of Agent for Service)

Approximate Date of Proposed Public Offering:  
It is proposed that this filing will become effective (check appropriate box)

- ☐ immediately upon filing pursuant to paragraph (b)
- ☒ on March 29, 2004 pursuant to paragraph (b)
- ☐ 60 days after filing pursuant to paragraph (a)(i)
- ☐ on [date] pursuant to paragraph (a)(i)
- ☐ 75 days after filing pursuant to paragraph (a)(ii)
- ☐ on [date] pursuant to paragraph (a)(ii) of rule 485.

If appropriate, check the following box:

☐ this post-effective amendment designates a new effective date for a previously filed post-effective amendment

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MFS(R) EMERGING GROWTH FUND

SUPPLEMENT TO THE APRIL 1, 2004 PROSPECTUS

This Supplement describes the fund's class I shares, and it supplements certain information in the fund's Prospectus dated April 1, 2004. The caption headings used in this Supplement correspond with the caption headings used in the Prospectus.

You may purchase class I shares only if you are an eligible investor, as described under the caption "Description of Share Classes" below.

1. RISK RETURN SUMMARY

PERFORMANCE TABLE. The "Performance Table" is intended to indicate some of the risks of investing in the fund by showing changes in the fund's performance over time. PLEASE NOTE THAT YOU WILL FIND PERFORMANCE RETURNS, AFTER THE DEDUCTION OF CERTAIN TAXES, FOR CLASS B SHARES OF THE FUND, TOGETHER WITH RETURNS OF ONE OR MORE BROAD MEASURES OF MARKET PERFORMANCE, IN THE PERFORMANCE TABLE OF THE PROSPECTUS. The table is supplemented as follows:

AVERAGE ANNUAL TOTAL RETURNS (FOR THE PERIODS ENDED DECEMBER 31, 2003):<sup>^</sup>

Returns Before Taxes -----	1 YEAR -----	5 YEARS -----	10 YEARS -----
Class I shares	32.15%	(6.44)%	6.02%

<sup>^</sup> A portion of the returns shown is attributable to the receipt of a non-recurring payment in settlement of a class action lawsuit (see "Financial Highlights").

The fund commenced investment operations on December 29, 1986 with the offering of class B shares, and subsequently offered class I shares on January 2, 1997. Performance for class I shares includes the performance of the fund's class B shares for periods prior to their offering. Blended class performance has been adjusted to reflect that class I shares bear no sales charges, but has not been adjusted to take into account differences in class specific operating expenses (such as Rule 12b-1 fees). The use of blended performance generally results in lower performance than class I shares would have experienced had they been offered for the entire period.

2. EXPENSE SUMMARY

"Financial Highlights").

During the period shown in the bar chart, the highest quarterly return was 35.64% (for the calendar quarter ended December 31, 1999) and the lowest quarterly return was (31.62)% (for the calendar quarter ended September 30, 2001).

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#### PERFORMANCE TABLE

This table shows how the average annual total returns of each class of the fund, before the deduction of taxes ("Returns Before Taxes"), compare to a broad measure of market performance and one or more other market indicators and assumes the deduction of the maximum applicable sales loads (initial sales charge and/or contingent deferred sales charge (CDSC), as applicable) and the reinvestment of distributions. In addition, for class B shares, this table shows class B average annual total returns:

- o after the deduction of taxes on distributions made on class B shares, such as capital gains and income distributions ("Class B Shares" Return After Taxes on Distributions"); and
- o after the deduction of taxes on both distributions made on class B shares and redemption of class B shares, assuming that the shares are redeemed at the end of the periods for which returns are shown ("Class B Shares" Return After Taxes on Distributions and Sale of Class B Shares").

#### AVERAGE ANNUAL TOTAL RETURNS (FOR THE PERIODS ENDED DECEMBER 31, 2003)^

.....	1 Year	5 Years	10 Years
RETURNS BEFORE TAXES			
Class A Shares, with Initial Sales Charge (5.75%)	24.22%	(7.80)%	5.45%
Class C Shares, with CDSC (1% for First Year From the End of the Calendar Month of Purchase)	29.91%	(7.39)%	5.27%
Class R1 Shares, at Net Asset Value	31.56%	(7.29)%	5.33%
Class R2 Shares, at Net Asset Value	30.94%	(7.38)%	5.28%
Class 529A Shares, with Initial Sales Charge (5.75%)	23.86%	(8.37)%	4.71%
Class 529B Shares, with CDSC (Declining Over Six Years From the End of the Calendar Month of Purchase From 4% to 0%)	26.56%	(7.79)%	5.24%
Class 529C Shares, with CDSC (1% for First Year From the End of the Calendar Month of Purchase)	29.53%	(7.46)%	5.23%
Class B Shares, with CDSC (Declining Over Six Years From the End of the Calendar Month of Purchase From 4% to 0%)	26.88%	(7.72)%	5.27%

## RETURNS AFTER TAXES (CLASS B SHARES ONLY)

Class B Shares' Return After Taxes on Distributions, with CDSC (Declining Over 6 Years From the End of the Calendar Month of Purchase From 4% to 0%)	26.88%	(8.13)%	4.94%
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Class B Shares' Return After Taxes on Distributions and Sale of Class B Shares, with CDSC (Declining Over 6 Years From the End of the Calendar Month of Purchase From 4% to 0%)	17.47%	(6.33)%	4.61%
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## INDEX COMPARISONS (REFLECTS NO DEDUCTION FOR FEES, EXPENSES OR TAXES)

Russell 3000 Growth Index+#	30.97%	(4.69)%	8.81%
Lipper Multi-Cap Growth Fund Average*	35.61%	(1.02)%	8.83%

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^ A portion of the returns shown is attributable to the receipt of a non-recurring payment in settlement of a class action lawsuit (see "Financial Highlights").

+ Source: Standard & Poor's Micropal, Inc.

# The Russell 3000 Growth Index measures the performance of U.S. growth stocks.

\* The Lipper Multi-Cap Growth Fund Average, as calculated by Lipper Inc., is the average investment performance of funds in the Lipper Multi-Cap Growth Fund category which have similar investment objectives to the fund, and does not reflect the deduction of sales charges.

After-tax returns are calculated using the historical highest individual federal marginal income tax rates (without regard for phaseouts of certain exemptions, deductions and credits) and do not reflect the impact of state and local taxes. Your actual after-tax returns will depend on your own tax situation and may differ from those shown. The after-tax returns shown are not relevant to investors who hold their shares through tax-deferred arrangements, such as 401(k) plans, Section 529 qualified tuition programs or individual retirement accounts. The after-tax returns are shown for only one of the fund's classes of shares, and after-tax returns for the fund's other classes of shares will vary from the returns shown.

All performance results reflect any applicable expense subsidies and waivers in effect during the periods shown; without these, the results would have been less favorable.

The fund commenced investment operations on December 29, 1986, with the offering of class B shares, and subsequently offered class A shares on September 13, 1993, class C shares on April 1, 1996, class 529A, 529B and 529C shares on July 31, 2002, class R1 shares on December 31, 2002 and class R2 shares on October 31, 2003.

Performance for share classes offered after class B shares ("Newer Classes") includes the performance of the fund's class B shares (the "Initial Class") for periods prior to their offering. This blended class performance has been adjusted to take into account differences in sales loads, if any, applicable to the Newer Classes, but has not been adjusted to take into account differences in class specific operating expenses (such as Rule 12b-1 fees). Compared to performance the Newer Classes would have experienced had they been offered for the entire period, the use of blended

economic or political conditions exist. While the fund invests defensively, it may not be able to pursue its investment objective. The fund's defensive investment position may not be effective in protecting its value.

○ ACTIVE OR FREQUENT TRADING

The fund has engaged and may engage in active and frequent trading to achieve its principal investment strategies. This may result in the realization and distribution to shareholders of higher capital gains, as compared to a fund with less active trading policies, which would increase your tax liability unless you hold your shares through a tax-deferred or exempt vehicle (such as an IRA Account). Frequent trading also increases transaction costs, which could detract from the fund's performance.

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IV MANAGEMENT OF THE FUND  
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○ INVESTMENT ADVISER

Massachusetts Financial Services Company (referred to as MFS or the adviser) is the fund's investment adviser. MFS is America's oldest mutual fund organization. MFS and its predecessor organizations have a history of money management dating from 1924 and the founding of the first mutual fund, Massachusetts Investors Trust. Net assets under the management of the MFS organization were approximately \$140.3 billion as of December 31, 2003. MFS is located at 500 Boylston Street, Boston, Massachusetts 02116.

MFS provides investment management and related administrative services and facilities to the fund, including portfolio management and trade execution.

For the fiscal year ended November 30, 2003, the fund paid MFS an effective management fee rate equal to 0.73% of the average daily net assets of the fund.

Before March 1, 2004, the management fees paid by the fund to MFS were at the following annual rates (based on average daily net assets): 0.75% of first \$2.5 billion, 0.70% of next \$4.5 billion, 0.65% of next \$8.0 billion (this breakpoint was a contractual fee waiver) and 0.625% in excess of \$15.0 billion (this breakpoint was a contractual fee waiver). Effective March 1, 2004, MFS has agreed to a contractual management fee reduction to the following annual rates (based on average daily net assets): 0.75% of the first \$2.5 billion and 0.60% in excess of \$2.5 billion. MFS has agreed to maintain these management fee reductions until February 28, 2009 as part of its settlement with the New York Attorney General concerning market timing and related matters.

○ PORTFOLIO MANAGER

The fund is managed by a team of portfolio managers comprised of Dale Dutile and David Sette-Ducati, each an MFS Senior Vice President, and Eric B. Fischman, an MFS Vice President. These individuals have each been a portfolio manager of the fund since: Mr. Dutile and Mr. Sette-Ducati -- January 2001 and Mr. Fischman -- April 2002, and they have been employed in

Information on the operation of the Public Reference Room may be obtained by calling the Commission at 202-942-8090. Reports and other information about the fund are available on the EDGAR Database on the Commission's Internet website at [HTTP://WWW.SEC.GOV](http://www.sec.gov), and copies of this information may be obtained, upon payment of a duplicating fee, by electronic request at the following e-mail address: [publicinfo@sec.gov](mailto:publicinfo@sec.gov), or by writing the Public Reference Section at the above address.

The fund's Investment Company Act file number is 811-4775.

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MFS(R) EMERGING GROWTH FUND  
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APRIL 1, 2004

[logo] M F S(R)  
INVESTMENT MANAGEMENT

STATEMENT OF ADDITIONAL  
INFORMATION

A SERIES OF MFS SERIES TRUST II  
500 BOYLSTON STREET, BOSTON, MA 02116  
(617) 954-5000

This Statement of Additional Information, as amended or supplemented from time to time (the "SAI"), sets forth information which may be of interest to investors, but which is not necessarily included in the Fund's Prospectus dated April 1, 2004. This SAI should be read in conjunction with the Prospectus. The Fund's financial statements are incorporated into this SAI by reference to the Fund's most recent Annual Report to shareholders. A copy of the Annual Report accompanies this SAI. You may obtain a copy of the Fund's Prospectus and Annual Report without charge by contacting MFS Service Center, Inc. (see back cover of Part II of this SAI for address and phone number).

This SAI is divided into two Parts -- Part I and Part II. Part I contains information that is particular to the Fund, while Part II contains information that generally applies to each of the Funds in the MFS Family of Funds (the "MFS Funds"). Each Part of the SAI has a variety of appendices which can be found at the end of Part I and Part II, respectively.

THIS SAI IS NOT A PROSPECTUS AND IS AUTHORIZED FOR DISTRIBUTION TO PROSPECTIVE INVESTORS ONLY IF PRECEDED OR ACCOMPANIED BY A CURRENT PROSPECTUS.

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#### STATEMENT OF ADDITIONAL INFORMATION

##### PART I

Part I of this SAI contains information that is particular to the Fund.

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#### AFFILIATED SERVICE PROVIDER COMPENSATION

Compensation paid by the Fund to its affiliated service providers -- to MFS, for investment advisory and administrative services, to MFSC, for transfer agency services, and to MFD, for Program Management Services -- for certain specified periods, is set forth in Appendix B to this Part I.

In connection with their deliberations with regard to approval of the Fund's current investment advisory agreement with MFS, the Trustees, including the non-interested Trustees, considered such information and factors as they believe, in light of the legal advice furnished to them and their own business judgment, to be relevant to the interests of the shareholders of the Fund. Such factors may vary somewhat from year to year. During the past year, such factors included the following:

**Nature, Quality and Extent of Services.** The Trustees considered the nature, quality, cost and extent of the various investment, administrative and shareholder services performed by MFS and its affiliates under the existing investment advisory agreement and under separate agreements covering transfer agency and administrative functions. The Trustees also considered the nature and extent of certain other services MFS performs on the Fund's behalf, including the securities lending programs and MFS' interaction with third party service providers, principally custodians and sub-custodians.

**Investment Record and Comparative Performance Data.** The Trustees reviewed the Fund's investment performance as well as the performance of a peer group of funds.

**Expenses.** The Trustees considered the Fund's advisory fee and expense ratios and the advisory fee and expense ratios of a peer group of funds. The Trustees considered that the fund's advisory fee structure reflects breakpoints, which permit fee reductions resulting from economies of scale. Additionally, the Trustees considered the fee waivers and expense reimbursements agreed to by MFS and whether these arrangements may be changed without approval by the Trustees.

**Economies of Scale.** The Trustees considered whether there have been economies of scale with respect to the management of the Fund and whether the Fund has appropriately benefited from any economies of scale, pursuant to the advisory fee breakpoints described above.

**Profitability.** The Trustees considered the level of MFS' profits with respect to the management of the Fund, including a review of MFS' methodology in allocating its costs to the management of the Fund. The Trustees considered the profits realized by MFS in connection with the operation of the Fund and whether the amount of profit is reasonable and appropriate for purposes of promoting a financially strong adviser capable of providing high quality services to the Fund.

**Personnel and Industry Conditions.** The Trustees considered the necessity of MFS maintaining its ability to continue to retain, attract and motivate capable personnel to serve the Fund. The Trustees also considered current and developing conditions in the financial services industry including the entry into the industry of large and well-capitalized companies which are spending, and appear to be prepared to continue to spend, substantial sums to engage personnel and to provide services to competing investment companies.

**Other Benefits.** Taking into account the risks assumed by MFS, the